

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF WILTSHIRE CRICKET LIMITED

1. INTERPRETATION

1.1 In these Articles:

“Address” means a postal address, or for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Company;

“Articles” means the Company’s Articles of Association;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to have been given; and
- the day for which it is given or on which it is to take effect;

“Company” means the company intended to be regulated by these Articles;

“Companies Acts” means the Companies Acts (as defined in section 2 Companies Act 2006) insofar as they apply to the Company;

“Directors” means of the Company;

“Document” includes unless otherwise specified any document sent or supplied in electronic form;

“Electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Member” has the meaning given in section 112 Companies Act 2006;

“Memorandum” means the Memorandum of Association of the Company;

“Officers” includes the Directors and the Secretary;

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant and deputy secretary;

“United Kingdom” means Great Britain and Northern Ireland; and

1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.3 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any

statutory modification not in force when this constitution becomes binding on the Company.

- 1.4 Apart from the exception mentioned in the above paragraph a reference to an Act of Parliament includes a statutory modification or re-enactment of it for the time being in force.

2. OBJECTS

- 2.1 The Company's objects (**Objects**) are to:

- (a) acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Wiltshire Cricket Board;
- (b) be the local governing body for cricket in Wiltshire and in discharging this role to adapt and adopt local policies, interpret and adhere to national directives and rules, regulations, policies and procedures of the England and Wales Cricket Board (**ECB**);
- (c) be affiliated as a full member of the recreational assembly (or any successor or replacement body) of the ECB and to exercise fulfil and exploit all rights and responsibilities arising therefrom in the interests of the playing and development of cricket in Wiltshire;
- (d) actively encourage, support and promote the playing and development of the game of cricket at all levels and age groups in Wiltshire and in so doing to promote excellence in playing, coaching, officiating and the provision of playing facilities for cricket in Wiltshire;
- (e) encourage the upholding of the traditions and standing of the game of cricket in accordance with both the laws of cricket and the "Spirit of Cricket";
- (f) represent the views of the county of Wiltshire and the interests of its members at both regional and national levels and with appropriate bodies, and provide effective channels of communication on behalf of those playing cricket in Wiltshire with those other levels and organisations;
- (g) co-ordinate the activities of all cricketing bodies and other appropriate and related agencies within the County of Wiltshire;
- (h) determine policies for the development of cricket in Wiltshire in accordance with national, regional and local priorities and available resources;

- (i) prepare, approve, implement and periodically review and revise as appropriate a Development Plan for cricket in Wiltshire in accordance with any national strategy for the development of the game;
- (j) support and develop players in Wiltshire to the best of their ability and where appropriate encourage selection and representation of Wiltshire cricketers at district, county, regional and national levels;
- (k) to support, organise and prepare fixtures, conduct and manage cricket competitions within the County of Wiltshire;
- (l) adopt, implement and support policies to ensure the welfare of young people and vulnerable adults playing cricket throughout all cricket agencies in Wiltshire.

3 POWERS

3.1 The Company has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular the Company has power:-

- (a) to draw, make, accept, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
- (b) to raise funds and to invite and receive contributions from any person or persons by way of grant, sponsorship, subscription, donation or otherwise;
- (c) to buy, take on lease or licence or in exchange, hire or otherwise acquire any property and to construct, alter, or develop any buildings, erections gardens or other landscaped areas which the Company may think necessary for the provision of its Objects and to equip any property for its use;
- (d) to purchase hire, make or provide and maintain all kinds of equipment which may be used by the Company in the furtherance of its Objects;
- (e) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
- (f) to borrow money and to charge the whole or any part of the property, assets or undertaking of the Company as security for repayment of the money borrowed;
- (g) to lend money and give credit, to take security for such loans or credit from and to guarantee and become or give security for the performance of

- contracts and obligations by any person company or any unincorporated association;
- (h) to set aside income as a reserve against future expenditure of the Company;
 - (i) to employ and remunerate such staff as are necessary for carrying out the work of the Company;
 - (j) to:
 - i. deposit or invest funds;
 - ii. employ a professional fund manager; and
 - iii. arrange for the investments or other property of the Company to be held in the name of a nominee;
 - (k) to provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in Article 32;
 - (l) to pay out of the funds of the Company the costs of forming and registering the Company;
 - (m) to cooperate and collaborate with Wiltshire County Cricket Club (or its successor body), other cricket boards, the ECB and any other sporting bodies voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (n) to subscribe to become a member of or amalgamate with any other organisation, institution, society or body not formed or established for the purpose of profit (whether incorporated or not and whether or not in the United Kingdom) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 35 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such organisation, institution, society or body;
 - (o) to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections, concessions and generally intellectual

property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;

- (p) subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world;
- (q) to enter into any partnership or joint venture or to cooperate with any other company or person carrying on or engaged in any operation capable of being conducted so as to directly or indirectly benefit the Company.

4 APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Company shall be applied solely for the promotion of the Objects.
- 4.2 None of the income or property of the Company may be transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company provided that nothing contained in this Article 4 shall prevent:-
 - (a) a member from receiving a benefit from the Company in the capacity of a beneficiary of the Company;
 - (b) payment in good faith of remuneration to any officer or servant of the Company or to any member of the Company or other person in return for any goods or services supplied to the Company;
 - (c) payment of interest at a reasonable commercial rate on money borrowed from a member of the Company;
 - (d) payment of a reasonable and proper rent for any premises let by a member of the Company.

5. MEMBERS

- 5.1 The subscribers to the Memorandum and such other persons, clubs, leagues, associations, organisations or cricket agencies as are admitted to membership in accordance with these Articles and any rules made under Article 33 shall be the members of the Company.
- 5.2 Membership is open to individuals, clubs, leagues, organisations or cricket agencies who:
- (a) are located in the county of Wiltshire;
 - (b) apply to the Company in the form required by the Directors; and
 - (b) are approved by the Directors.
- 5.3 The Company may from time to time admit as members the following officers of the Board and the following associations or organisations (without prejudice to the ability of the Board to introduce any new members, and nothing in this clause 5.3 shall prevent membership being offered to any party, person or organisation not listed) :-
- Chairman
 - Company Secretary
 - Finance Director
 - Cricket Development Manager
 - Any Non-Executive Director appointed to the Board
 - Wiltshire County Cricket Club (WCCC)
 - Wiltshire Groundsmans Association (WGA)
 - Wiltshire County Cricket League (WCCL)
 - Wiltshire Youth Cricket League (WYCL)
 - Wiltshire Association of Cricket Officials (WACO)
- 5.4 The Directors may only refuse an applicant for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
- 5.5 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 5.6 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified in writing but shall be final.

- 5.7 Membership is not transferable to anyone else.
- 5.8 The Directors must keep names and addresses of the members.

6. CLASSES OF MEMBERSHIP

- 6.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 6.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 6.3 The rights and obligations attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 6.4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

7. TERMINATION OF MEMBERSHIP

- 7.1 Membership is terminated if:
- (a) the member dies, or if it is an organisation, ceases to exist;
 - (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members;
 - (c) any sum due to the Company is not paid within six months of it falling due;
 - (d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i) the member has been given at least fourteen days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii) the member, or at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations at the meeting.

8. GENERAL MEETINGS

- 8.1 The Company must hold its first annual general meeting within eighteen months of its incorporation.
- 8.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may lapse between successive annual general meetings.
- 8.3 The Directors may call a general meeting at any time.

9. NOTICE OF GENERAL MEETINGS

- 9.1 The minimum periods of notice required to hold a general meeting of the Company are:
 - (a) twenty-one clear days for an annual general meeting;
 - (b) fourteen clear days for all other general meetings.
- 9.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- 9.3 The notice must specify the date and time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act and Article 12 of these Articles.
- 9.4 The notice must be given to all members and to the Directors and auditors (if applicable).
- 9.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business shall be transacted at any general meeting unless a quorum is present.
- 10.2 A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

- 10.3 The authorised representative of a member organisation shall be counted in the quorum.
- 10.4 The meeting shall be adjourned until such time and place as the Directors shall determine if:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
 - (b) during a meeting a quorum ceases to be present.
- 10.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 10.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or proxy at that time shall constitute the quorum for that meeting.
- 10.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 10.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 10.9 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 10.10 If no Director is present and willing to chair the meeting within fifteen minutes after the appointed time for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 10.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 10.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 10.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice, shall be given of the reconvened meeting stating the date, time and place of the meeting.

11. VOTING PROCEDURES

- 11.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- 11.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 11.3 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 11.4 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 11.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 11.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 11.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 11.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 11.10 The poll must be taken within thirty days after it has been demanded.
- 11.11 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 11.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

12. PROXIES: APPOINTMENT AND VOTING

12.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Company.

12.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

Company name

I/We, [name], of [address], being a member/members of the above named Company, hereby appoint [name] of [address], or failing him/her, of [name], [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof.

Signed on [date]

12.3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

Company name

I/We, [name], of [address], being a member/members of the above Company, hereby appoint [name] of [address], or failing him/her, [name] or [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No. 1 *for *against*

*Resolution No. 2 *for *against*

** strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this [date].

12.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the Company as follows:

- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
 - i) in the notice convening the meeting; or
 - ii) in any instrument of proxy sent out by the Company in relations to the meeting; or
 - iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.

12.5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause 12.4 shall be invalid.

12.6. A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the

person voting or demanding a poll has been determined unless notice of the determination was received by the Company at:

- (a) its registered office; or
- (b) at such other place at which the instrument of proxy was duly deposited; or
- (c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

13. WRITTEN RESOLUTION

- 13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

14. VOTES OF MEMBERS

- 14.1 Every member, whether an individual or an organisation shall have one vote.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 14.3 Any organisation that is a member of the Company shall nominate a person to act as its representative at any meeting of the Company.

- 14.4 The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.
- 14.5 Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

15. DIRECTORS

- 15.1 A director must be a natural person aged 16 years or older.
- 15.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 21.
- 15.3 The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 15.4 The first directors shall be those persons notified to Companies House as the first directors of the Company.
- 15.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

16. POWERS OF DIRECTORS

- 16.1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution.
- 16.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 16.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

17. RETIREMENT

- 17.1 At each annual general meeting of the Company one third of the Directors or if their number is not three or a multiplier of three the nearest number to one third

must retire from office save that the obligation to retire pursuant to this clause 17.1 shall not apply to a Director who also holds the position of Cricket Development Manager for the Company.

- 17.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors become or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 17.3 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 17.4 The retiring Directors are eligible for re-election at the same or any other general meeting of the Company.

18. THE APPOINTMENT OF DIRECTORS

- 18.1 The Company may by ordinary resolution appoint a person who is willing to act to be a Director.
- 18.2 No person may be appointed a Director at any general meeting unless;
- (a) he or she is recommended for election by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a Director;
 - (iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 18.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director.
- 18.4 The Directors may appoint a person who is willing to act to be a Director.
- 18.5 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

19. DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- 19.1 Subject to the Companies Acts and the provisions of these Articles the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions or otherwise perform any service for the Company.
- 19.2 The members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled either generally or in particular cases.

20. DIRECTORS' EXPENSES

- 20.1 The Company may meet all reasonable expenses which the Directors properly incur in connection with:
- (a) the exercise of their functions; or
 - (b) the performance of any other duty which they owe to or service which they perform for the Company.

21. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 21.1 A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
 - (b) has a bankruptcy order made against him/her;
 - (c) has a composition made with his/her creditors generally in satisfaction of his/her debts;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.
 - (g) having held the position of Cricket Development Manager for the Company, ceases to hold that position.

22. PROCEEDINGS OF DIRECTORS

- 22.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 22.2 Any Director may call a meeting of the Directors by giving notice of the meeting to the other Directors or authorising the Secretary (if any) to give notice.
- 22.3 The Secretary must call a meeting of the Directors if requested to do so by a Director.
- 22.4 Notice of a meeting must be given to each Director, but need not be in writing.
- 22.5 Questions arising at a meeting shall be decided by a majority of votes.
- 22.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 22.7 The quorum shall be two or such larger number as may be decided from time to time by the Directors.
- 22.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 22.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

23. CHAIRPERSON

- 23.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 23.2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 23.3 If the number of votes for and against a proposal are equal the chairperson or other Director chairing the meeting has a casting vote but this does not apply if in accordance with these Articles the chairperson or other Director is not to be counted as participating in the decision making process or voting proposed.
- 23.4 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.

24. RESOLUTIONS

- 24.1 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty eight days beginning with the circulation date.
- 24.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

25. DELEGATION

- 25.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- 25.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 25.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

26. COMMITTEES

- 26.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

- 26.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

27. DIRECTOR'S INTERESTS

- 27.1 A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 27.2 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any provision in the Articles the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:-
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying.
- 27.3 In Article 27.2 a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.
- 27.4 Subject to Article 27.5 all acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director:-
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

27.5 Article 27.4 does not permit a Director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if but for Article 27.4 the resolution would have been void or if the Director had not complied with Article 27.1.

28. SEAL

28.1 If the Company has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary and the second Director.

29. MINUTES

29.1 The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors;
- (b) proceedings at meetings of the Company;
- (c) meetings of the Directors and committees of Directors including:
 - the names of Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

30. ACCOUNTS

30.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

30.2 The Directors must keep accounting records as required by the Companies Act 2006.

31. MEANS OF COMMUNICATION TO BE USED

31.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

31.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

31.3 Any notice to be given to or by any person pursuant to these Articles:-

- (a) must be in writing; or
- (b) must be given in electronic form.

31.4 The Company may give notice to a member either:-

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of a member; or
- (d) by giving it in electronic form to the member's address.

31.5 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

31.6 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

31.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

31.8 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

31.9 In accordance with section 1147 Companies Act 2006 notice shall be deemed to be given:-

- (a) 48 hours after the envelope containing it was posted; or

- (b) in the case of an electronic form of communication 48 hours after it was sent.

32. INDEMNITY

- 32.1 The Company may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

33. RULES

- 33.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- 33.2 The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) the disciplinary procedure and any appeals procedure;
 - (f) generally, all such matters as are commonly the subject matter of Company rule.
- 33.3 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 33.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.

- 33.5 The rules or bye laws, shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

34. LIABILITY OF MEMBERS

- 34.1 The liability of the members is limited. Every member promises, if the Company is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10.00) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

35. WINDING UP

- 35.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

- (a) directly for the Objects;
- (b) by transfer to any company or companies or unincorporated association(s) for purposes similar to the Objects; or
- (c) to any company or unincorporated association(s) for use for particular purposes that fall within the Objects.

- 35.2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:

- (a) directly for the Objects;
- (b) by transfer to any company or companies or unincorporated association(s) for purposes similar to the Objects; or
- (c) to any company or unincorporated association(s) for use for particular purposes that fall within the Objects.

Signatures, names and addresses of subscribers.

This image shows a full page of white paper with horizontal dashed lines, typical of primary school writing paper. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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